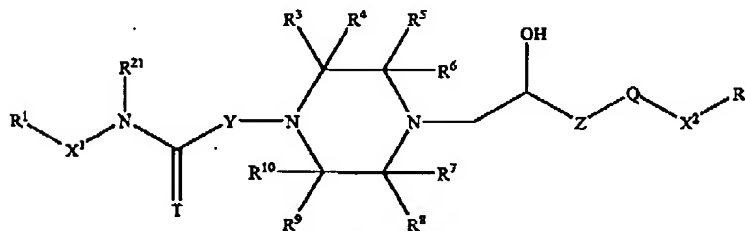
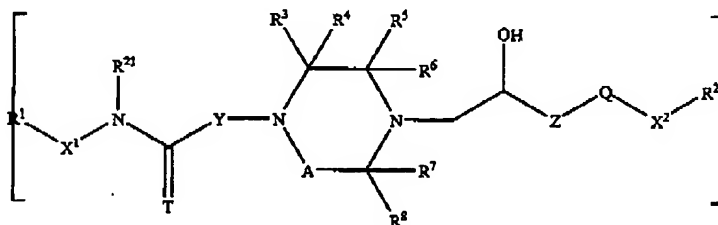


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 Application No. 10/729,499

AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions and listing of claims in the application. For the Examiner's convenience a complete listing of all claims incorporating the amendments made herein is attached as Appendix B.

1. (Currently Amended) A compound of the formula:



wherein:

~~R¹ and R² are independently~~ is aryl or optionally substituted alkyl, optionally substituted alkenyl,

~~optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted heterocycle, or optionally substituted heteroaryl~~ optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with acetyl, alkyl, alkoxy, hydroxy, halogen, or halogen substituted alkyl;

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R² is heteroaryl optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with acetyl, alkyl, alkoxy, hydroxy, halogen, or halogen substituted alkyl

X¹ is a covalent bond, or $-(CR^{15}R^{16})_p-$, in which R¹⁵ and R¹⁶ are independently hydrogen, hydroxy, lower alkyl, or $-C(O)OR^{17}$, in which R¹⁷ is hydrogen, lower alkyl, or optionally substituted phenyl, and p is 1, 2 or 3;

with the proviso that when p is 1, R¹⁵ and R¹⁶ cannot be hydroxy;

R²¹ is hydrogen or lower alkyl;

T is oxygen or sulfur;

Y and Z are $-(CR^{18}R^{19})_q-$ and q at each occurrence is 1, 2 or 3, in which R¹⁸ and R¹⁹ at each occurrence is hydrogen or lower alkyl; and

A is $-(CR^9R^{10})_m-$; in which m is 1 or 2; and

R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, and R¹⁰ at each occurrence are hydrogen, lower alkyl, or $-C(O)R$; in which R is $-OR^{11}$ or $-NR^{11}R^{12}$, where R¹¹ and R¹² are hydrogen or lower alkyl; or

R³ and R⁴, R⁵ and R⁶, R⁷ and R⁸, R⁹ and R¹⁰, when taken together with the carbon to which they are attached, represent carbonyl;

~~R³ and R⁴, R⁵ and R⁶, R⁷ and R⁸, R⁹ and R¹⁰, when taken together with the carbon to which they are attached, represent carbonyl; or~~

~~R³ and R⁷, or R³ and R⁹, or R⁵ and R⁷, or R⁵ and R⁹, when taken together form a bridging group $-(CR^{13}R^{14})_n-$, in which n is 1, 2 or 3, and R¹³ and R¹⁴ are independently~~

~~hydrogen or lower alkyl; with the proviso that the maximum number of carbonyl groups is~~

~~1; the maximum number of $-C(O)R$ groups is 1; and the~~

~~maximum number of bridging groups is 1;~~

Q is oxygen, sulfur, or $-NR^{20}-$, in which R²⁰ is hydrogen or optionally substituted lower alkyl;

X² is a covalent bond or $-(CR^{18}R^{19})_q-$ wherein q at each occurrence is 1, 2 or 3, and R¹⁸ and R¹⁹ at each occurrence is hydrogen or lower alkyl; and

with the proviso that when X¹ is a covalent bond and Y is $-(CR^{18}R^{19})_q-$ in which q is 1 and R¹⁸ and R¹⁹ are hydrogen, then R¹ is not optionally substituted phenyl.

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2. (Cancelled) ~~The compound of claim 1, wherein A is methylene.~~
3. (Currently Amended) The compound of claim 21, wherein R³, R⁴, R⁶, R⁷, R⁸, R⁹, and R¹⁰ at each occurrence are hydrogen and R⁵ is hydrogen or methyl.
4. (Original) The compound of claim 3, wherein Q and T are both oxygen and X² is a covalent bond.
5. (Original) The compound of claim 4, wherein R²¹ is hydrogen, Y is methylene or ethylene, and Z is methylene.
6. (~~Original~~Currently Amended) The compound of claim 5, wherein R¹ is optionally substituted aryl ~~or optionally substituted heteroaryl~~ and R² ~~is optionally substituted heteroaryl~~.
7. (Currently Amended) The compound of claim 6, wherein R¹ ~~is optionally substituted aryl~~ and R² is optionally substituted benzothiazolyl or optionally substituted benzoxazolyl.
8. (Original) The compound of claim 7, wherein R¹ is indan-4-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-indan-4-ylacetamide.
9. (Original) The compound of claim 7, wherein R¹ is (1,2,3,4-tetrahydronaphth-1-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)(1,2,3,4-tetrahydronaphthyl))acetamide.
10. (Original) The compound of claim 7, wherein R¹ is naphth-2-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is -CH(CH₃)-, namely 2-{4-[(2R)-2-

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hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)-1-(2-naphthyl)ethyl)acetamide.

11. (Original) The compound of claim 7, wherein R¹ is phenyl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is -CH(CH₃)-, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)-1-phenylethyl)acetamide.

12. (Original) The compound of claim 6, wherein R¹ is optionally substituted heteroaryl and R² is optionally substituted benzothiazolyl or optionally substituted benzoxazolyl.

13. (Original) The compound of claim 12, wherein R¹ is 4-(4-chlorophenyl)thiazol-2-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

14. (Original) The compound of claim 12, wherein R¹ is 4-(4-chlorophenyl)thiazol-2-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is methyl, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]-3-methylpiperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

15. (Original) The compound of claim 12, wherein R¹ is 9-ethylcarbazol-3-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(9-ethylcarbazol-3-yl)acetamide.

16. (Original) The compound of claim 12, wherein R¹ is 6-quinolyl, R² is 2-phenylbenzoxazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-phenylbenzoxazol-5-yloxy)propyl]piperazinyl}-N-(6-quinolyl)acetamide.

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17. (Original) The compound of claim 12, wherein R¹ is 8-quinolyl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(8-quinolyl)acetamide.

18. (Currently Amended) A method of treating a disease state chosen from diabetes, damage to skeletal muscles resulting from trauma or shock and a cardiovascular disease selected from the group consisting of atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, and myocardial infarction in a mammal by administration of a therapeutically effective dose of a compound of claim 1.

19. (Currently Amended) The method of claim 18, wherein the disease state is a cardiovascular disease is selected from atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, ~~or~~ and myocardial infarction.

20. (Original) The method of claim 18, wherein the disease state is diabetes.

21. (Currently Amended) A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of ~~Formula 1~~ claim 1.